

Kai Ning Leather Products Co., Ltd.
Room B-12 2/F, Morlite Bldg.
40 Hung To Road, Kung Tong
Hong Kong

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11

SEARS HOLDINGS CORPORATION, *et al.*,¹ : Case No. 18-23538 (RDD)

Debtors. : (Jointly Administration Requested)

**NOTICE OF RECLAMATION DEMAND
OF KAI NING LEATHER PRODUCTS CO., LTD.**

PLEASE TAKE NOTICE that Kai Ning Leather Products Co., Ltd. (“Claimant”) hereby files this notice of the delivery of written demand letters dated October 24, and 31, 2018, respectively, pursuant to 11 U.S.C. § 546(c), 11 U.C.C. § 2-702, and applicable non-bankruptcy law, on the above captioned debtors and debtors in possession (the “Debtors”) to reclaim certain goods

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

(the “Goods”) which were sold by Claimant to the Debtors in the ordinary course of business, and which were received by the Debtors during the 45 days prior to the filing of the Debtors’ chapter 11 bankruptcy cases, in the amount of \$ 200,428.56, plus Goods received by the Debtors post-petition in the amount of \$699,645.60, for a total of \$900,074.16. Claimant incorporates herein by reference a copy of its formal reclamation demand letters attached as Exhibits 1 and 2, respectively, which has been delivered to the Debtors and counsel by overnight mail and electronic mail.

PLEASE TAKE FURTHER NOTICE that Claimant reserves all of its rights with respect to the Goods, including, without limitation, (i) its right to be paid in the ordinary course of business as a post-petition creditor of the Debtors to the extent the Goods were delivered to the Debtors on or after October 15, 2018; (ii) its right to assert a 20-day administrative priority claim pursuant to 11 U.S.C. §503(b)(9); (iii) its right to assert a “new value” defense to any preference demand pursuant to 11 U.S.C. §547(c)(4); (iv) its right to demand payment of any portion of these invoices as a “cure” payment in connection with the Debtors’ assumption of any executory contract, if any, pursuant to 11 U.S.C. § 365; (v) its right to seek payment of its prepetition invoices from any non-debtor parties that are co-obligors; (vi) its right to file additional demands or claims, including without limitation, a proof of claim; and/or (vii) its right to assert any other rights under applicable law.

Dated: November 2, 2018

Kai Ning Leather Products Co., Ltd.



Lisa Lo, Owner and Managing Director

EXHIBIT 1

Kai Ning Leather Products Company Ltd

B-12, 2/F., Morlite Bldg., 40 Hung To Road, Kwun Tong, Kowloon, H. K. .
Tel:852-22646820 Fax:852-27877380

October 24, 2018

**VIA FEDERAL EXPRESS
AND EMAIL**

Ray C. Schrock, P.C. (ray.schrock@weil.com)
Jacqueline Marcus – (Jacqueline.marcus@weil.com)
Garrett A. Fail – (garrett.fail@weil.com)
Sunny Singh – (sunny.singh@weil.com)
Weil Gotshal & Manges, LLP
767 5th Avenue
New York, NY 10153

VIA FEDERAL EXPRESS

Robert A. Reicker
Chief Financial Officer
Sears Holding Corp.
3333 Beverly Road
Hoffman Estates, IL 60179

**Re: In re Sears Holdings Corporation, et al., 18-23538 (RDD) (Bankr. S.D.N.Y.),
Demand for Reclamation of Goods Pursuant to 11 U.S.C. § 546(c) and U.C.C.
§ 2-702 on behalf of Kai Ning Leather Products Co., Ltd.**

Dear Sirs and Madam:

Kai Ning Leather Products Co., Ltd. ("Claimant"), is a supplier of goods and creditor in the above-referenced bankruptcy cases of Sears Holdings Corporation and its affiliates (collectively, the "Debtors").

As set forth in the summaries attached as Exhibit A, Claimant sold certain goods (collectively the "Pre-petition Goods") to several Debtors including, but not limited to, Sears and Kmart. Copies of the underlying invoices are attached as Exhibit B. The Pre-petition Goods were sold to the Debtors on credit and received by the Debtors while they were insolvent, which insolvency is evidenced, in whole or in part, by the Debtors' filing of Petitions for Relief under Chapter 11 of United States Code, 11 U.S.C. § 101, et seq. (the "Bankruptcy Code") on October 15, 2018 (the "Petition Date"). The Debtors

received the Pre-petition Goods, shipped by Claimant, in the 45-day period preceding the Petition Date, or between August 31, 2018, and October 15, 2018 (the "Reclamation Period").


Pursuant to Uniform Commercial Code § 2-702 and 11 U.S.C. § 546(c), Claimant hereby makes demands on the Debtors for the reclamation and return of all goods that were shipped to the Debtors by Claimant, where such goods were received by the Debtors within the Reclamation Period. During the Reclamation Period, Claimant delivered goods to Kmart and Sears having an agreed price and reasonable value totaling \$200,428.56; resulting in a Reclamation Claim in the same amount. Moreover, certain goods were shipped by Claimant, and received by the Debtors within twenty (20) days preceding the commencement of the Debtors' bankruptcy cases, totaling \$16,622.22, giving rise to an administrative claim in the same amount under 11 U.S.C. § 503(b)(9). All relevant details concerning this amount are provided on the attached summaries.

Claimant demands that all goods subject to Claimant's reclamation rights, including goods received during the Reclamation Period but not referenced herein, be immediately returned to Claimant. In the interim, Claimant demands that such goods be segregated and protected by you from any other goods in your possession and that you provide an immediate accounting of all such goods on-hand and their present location(s). Such goods shall not be used for any purpose whatsoever except those specifically authorized by the Bankruptcy Court following notice and a hearing thereon.

Claimant makes this demand for reclamation without prejudice to all other rights and remedies available to it, at law or in equity, including, but not limited to, its right to an allowed administrative expense claim under 11 U.S.C. §§ 503(b)(1) and 503(b)(9), or any other provision of the Bankruptcy Code and/or its right to amend and supplement this demand and to serve and file additional demands or claims.

Please forward all communications concerning the matters discussed herein to my attention. Should you have any questions, please do not hesitate to contact me.

Very, truly yours,

A handwritten signature in black ink, appearing to read 'Lisa Lo', with a stylized flourish at the end.

Mrs. Lisa Lo

KAI NING (CHINA) DELIVERY TO KMART & SEARS (SUMMERY) JULY - AUGUST												
BL#	Invoice	PO#	Consignee	Carrier S/O#	QTY (PCS)	Total amount (USD)	FCR	ETD	ETA	Remark	Sears	Kmart
7795360793	201820261401	SL6567,SL6568 SL6570	SEARS	SHC/CCD7795360793	4,914	19,952.10	7/2/2018	7/9/2018	8/1/2018	LCL	\$19,952.10	
7795351872	201820233936	B2YQB,B2YQC B2YYG,B2YYH	KMART	SHC/CCD7795351872	4,068	16,528.50	7/2/2018	7/9/2018	8/1/2018	LCL		\$16,528.50
7795351850	201820233853	SL6567,SL6568 SL6570	SEARS	SHC/PCD7795351850	5,118	20,779.80	7/2/2018	7/8/2018	8/15/2018	LCL	\$20,779.80	
7795351839	201820233789	B2YQB,B2YQC B2YYG,B2YYH	KMART	SHC/PCD7795351839	4,218	17,137.50	7/2/2018	7/8/2018	8/15/2018	LCL		\$17,137.50
7795488624	201820449260	SL6571,SL6587 SL6588	SEARS	149802471764 PCD	8,268	53,964.90	7/12/2018	7/23/2018	8/15/2018	TCLU4928069	\$53,964.90	
7795488305	201820449196	SL6587,SL6588	SEARS	965549939 CCD	6,810	51,301.38	7/12/2018	7/16/2018	8/6/2018	MRKU2620410	\$51,301.38	
7795436726	201920449285	B2YYG,B2YYH	KMART	SHC/CCD7795436726	2,946	14,317.56	7/12/2018	7/23/2018	8/15/2018	LCL		\$14,317.56
7795436704	201820449299	B2YYG,B2YYH	KMART	SHC/PCD7795436704	3,060	14,871.60	7/12/2018	7/22/2018	8/28/2018	LCL		\$14,871.60
7795436671	201820449215	SL6570,SL6571 SL6587	SEARS	SHC/CCD7795436671	4,518	23,183.64	7/12/2018	7/23/2018	8/15/2018	LCL	\$23,183.64	
7795436660	201820449277	SL6570,SL6587	SEARS	SHC/PCD7795436660	3,510	23,466.24	7/12/2018	7/22/2018	8/28/2018	LCL	\$23,466.24	
7795607050	201820732105	B2YA1,B2YA2	KMART	149802720926 PCD	12,300	85,293.42	7/27/2018	8/5/2018	9/4/2018	TGHU8602887		\$85,293.42
7795607413	201820754987	B2YA1,B2YA2	KMART	965722837 CCD	12,762	86,771.58	7/27/2018	7/30/2018	8/20/2018	MRSU3039044		\$86,771.58
7795534703	201820755292	B2YA2	KMART	SHC/CCD7795534703	888	4,395.60	7/27/2018	8/6/2018	8/29/2018	LCL		\$4,395.60
779553466T	201820755373	B2YA2	KMART	SHC/PCD779553466T	1,830	9,058.50	7/27/2018	8/5/2018	9/11/2018	LCL		\$9,058.50
779566545T	201820878940	SL6575,SL6576	SEARS	965759566 CCD	9,120	70,539.36	8/3/2018	8/6/2018	8/27/2018	MSKU6902369 PONU1557510	\$70,539.36	
7795665284	201820881119	SL6575,SL6576	SEARS	149802772985 PCD	9,480	73,328.64	8/3/2018	8/5/2018	9/4/2018	TCLU8769617 DRYU9897371	\$73,328.64	
7795731042	201821261510	B2YA2	KMART	SHC/CCD7795731042	2,364	16,125.78	8/17/2018	8/27/2018	9/19/2018	LCL		\$16,125.78
7795731108	201821261163	B2YA2	KMART	SHC/PCD7795731108	2,436	16,622.22	8/17/2018	8/26/2018	10/2/2018	LCL		\$16,622.22
				TOTAL	98,610	617,638.32			(A)		\$336,516.06	\$281,122.26

EXHIBIT 2

Kai Ning Leather Products Company Ltd

B-12, 2/F., Morlite Bldg., 40 Hung To Road, Kwun Tong, Kowloon, H. K..
Tel: 852-22646820 Fax: 852-27877380

THE LETTER AS REVISED AS DATED ON

October 31, 2018

**VIA FEDERAL EXPRESS
AND EMAIL**

Ray C. Schrock, P.C. (ray.schrock@weil.com)
Jacqueline Marcus – (Jacqueline.marcus@weil.com)
Garrett A. Fail – (garrett.fail@weil.com)
Sunny Singh – (sunny.singh@weil.com)
Weil Gotshal & Manges, LLP
767 5th Avenue
New York, NY 10153

VIA FEDERAL EXPRESS

Robert A. Reicker
Chief Financial Officer
Sears Holding Corp.
3333 Beverly Road
Hoffman Estates, IL 60179

**Re: In re Sears Holdings Corporation, et al., 18-23538 (RDD) (Bankr. S.D.N.Y.),
Demand for Reclamation of Goods Pursuant to 11 U.S.C. § 546(c) and U.C.C.
§ 2-702 on behalf of Kai Ning Leather Products Co., Ltd.**

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received the Pre-petition Goods, shipped by Claimant, in the 45-day period preceding the Petition Date, or between August 31, 2018, and October 15, 2018 (the "Reclamation Period").

Pursuant to Uniform Commercial Code § 2-702 and 11 U.S.C. § 546(c), Claimant hereby makes demands on the Debtors for the reclamation and return of all goods that were shipped to the Debtors by Claimant, where such goods were received by the Debtors within the Reclamation Period. During the Reclamation Period, Claimant delivered goods to Kmart and Sears having an agreed price and reasonable value totaling \$200,428.56; resulting in a Reclamation Claim in the same amount. Moreover, certain goods were shipped by Claimant, and received by the Debtors within twenty (20) days preceding the commencement of the Debtors' bankruptcy cases, totaling \$16,622.22, giving rise to an administrative claim in the same amount under 11 U.S.C. § 503(b)(9). All relevant details concerning this amount are provided on the attached summaries.

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Claimant makes this demand for reclamation without prejudice to all other rights and remedies available to it, at law or in equity, including, but not limited to, its right to an allowed administrative expense claim under 11 U.S.C. §§ 503(b)(1) and 503(b)(9), or any other provision of the Bankruptcy Code and/or its right to amend and supplement this demand and to serve and file additional demands or claims.

Please forward all communications concerning the matters discussed herein to my attention. Should you have any questions, please do not hesitate to contact me.

Very, truly yours,

A handwritten signature in black ink, appearing to read "Lisa Lo", with a stylized flourish at the end.

Mrs. Lisa Lo

KAI NING FOR KMART&SEARS SHIPMENT LIST (Cambodia delivery for Sept - Oct 2018)												
BL#	BOOKING# /INVOICE#	PO#	CONSIGNEE	Carrier S/O#	QTY (PCS)	AMOUNT (USD)	FCR	ETD	ETA	Remark	Sears	Kmart
7162455432	201821932622	B2WY1,B2WWF,B2WV6,B2WT1, B2WT2,B2WXV,B2WWB,B2WV7	KMART	966050051	12,588	96,836.16	9/19/2018	9/23/2018	10/28/2018	MRKU3563866		96,836.16
7162455421	SO#201821963845 INV#KM001/18	SL6609,SL6646	SEARS	Carrier BL# MAEU966050051	2,652	18,657.84				MRKU5944922 MRKU3421028	18,657.84	
7162455553	201822986005	SL6610,SL6625,SL6626,SL6647	SEARS	Carrier BL# MAEU578905455	4,656	32,419.68			11/7/2018	MSKU6735826	32,419.68	
7162455443	201821935053	B2WY1,B2WWF,B2WV6,B2WT1, B2WT2,B2WXV,B2WWB,B2WV7	KMART	APLU027995669	13,050	100,407.12	9/25/2018	9/30/2018	11/5/2018	GESU5833982		100,407.12
7162455454	201821964909	SL6609,SL6646,SL6610,SL6625,S L6626,SL6647	SEARS		7,578	52,970.70				APHU7363914 APHU7332261 GESU6208526	52,970.70	
7162455498	201822049476	B2WUT,B2WV6,B2WUS,B2XEA, B2XE9	KMART	96672200	14,778	71,660.58	9/26/2018	9/30/2018	11/18/2018	MRKU6159890 MRKU0054280		71,660.58
7162455487	201822050403	SL6621,SL6596,SL6640,SL6641,S L6633,SL6634,SL6635,SL6636,SL 6638,SL6622	SEARS		14,676	73,653.54					73,653.54	
7162455465	201822052175	B2WUT,B2WV6,B2WUS,B2XEA, B2XE9	KMART	APLU027993209	15,330	74,337.36	9/26/2018	9/30/2018	11/5/2018	CRXU9501634 TRLU9465958		74,337.36
7162455476	201822052844	SL6621,SL6596,SL6640,SL6641,S L6633,SL6634,SL6635,SL6636,SL 6638,SL6622	SEARS		14,850	74,741.70					74,741.70	
7162455509	201822207222	B2WV7,B2WV6,B2WXW	KMART	578407467	7,194	43,876.80	10/3/2018	10/7/2018	11/11/2018	MRKU0870025		43,876.80
716245551T	201822207737	SL6644,SL6643	SEARS		582	6,343.80					6,343.80	
7162455520	201822209142	B2WV7,B2WV6,B2WXW	KMART	APLU027995782	7,458	45,440.16	10/3/2018	10/7/2018	11/12/2018	CMAU4425672		45,440.16
7162455531	201822209355	SL6644,SL6643,SL6635,SL6636	SEARS		984	8,300.16					8,300.16	
				TOTAL	116,376	699,645.60					267,087.42	432,558.18

KAI NING (CHINA) DELIVERY TO KMART & SEARS (SUMMERY) JULY - AUGUST												
BL#	Invoice	PO#	Consignee	Carrier S/O#	QTY (PCS)	Total amount (USD)	FCR	ETD	ETA	Remark	Sears	Kmart
7795360793	201820261401	SL6567,SL6568 SL6570	SEARS	SHC/CCD7795360793	4,914	19,952.10	7/2/2018	7/9/2018	8/1/2018	LCL	\$19,952.10	
7795351872	201820233936	B2YQB,B2YQC B2YYG,B2YYH	KMART	SHC/CCD7795351872	4,068	16,528.50	7/2/2018	7/9/2018	8/1/2018	LCL		\$16,528.50
7795351850	201820233853	SL6567,SL6568 SL6570	SEARS	SHC/PCD7795351850	5,118	20,779.80	7/2/2018	7/8/2018	8/15/2018	LCL	\$20,779.80	
7795351839	201820233789	B2YQB,B2YQC B2YYG,B2YYH	KMART	SHC/PCD7795351839	4,218	17,137.50	7/2/2018	7/8/2018	8/15/2018	LCL		\$17,137.50
7795488624	201820449260	SL6571,SL6587 SL6588	SEARS	149802471764 PCD	8,268	53,964.90	7/12/2018	7/23/2018	8/15/2018	TCLU4928069	\$53,964.90	
7795488305	201820449196	SL6587,SL6588	SEARS	965549939 CCD	6,810	51,301.38	7/12/2018	7/16/2018	8/6/2018	MRKU2620410	\$51,301.38	
7795436726	201920449285	B2YYG,B2YYH	KMART	SHC/CCD7795436726	2,946	14,317.56	7/12/2018	7/23/2018	8/15/2018	LCL		\$14,317.56
7795436704	201820449299	B2YYG,B2YYH	KMART	SHC/PCD7795436704	3,060	14,871.60	7/12/2018	7/22/2018	8/28/2018	LCL		\$14,871.60
7795436671	201820449215	SL6570,SL6571 SL6587	SEARS	SHC/CCD7795436671	4,518	23,183.64	7/12/2018	7/23/2018	8/15/2018	LCL	\$23,183.64	
7795436660	201820449277	SL6570,SL6587	SEARS	SHC/PCD7795436660	3,510	23,466.24	7/12/2018	7/22/2018	8/28/2018	LCL	\$23,466.24	
7795607050	201820732105	B2YA1,B2YA2	KMART	149802720926 PCD	12,300	85,293.42	7/27/2018	8/5/2018	9/4/2018	TGHU8602887		\$85,293.42
7795607413	201820754987	B2YA1,B2YA2	KMART	965722837 CCD	12,762	86,771.58	7/27/2018	7/30/2018	8/20/2018	MRSU3039044		\$86,771.58
7795534703	201820755292	B2YA2	KMART	SHC/CCD7795534703	888	4,395.60	7/27/2018	8/6/2018	8/29/2018	LCL		\$4,395.60
779553466T	201820755373	B2YA2	KMART	SHC/PCD779553466T	1,830	9,058.50	7/27/2018	8/5/2018	9/11/2018	LCL		\$9,058.50
779566545T	201820878940	SL6575,SL6576	SEARS	965759566 CCD	9,120	70,539.36	8/3/2018	8/6/2018	8/27/2018	MSKU6902369 PONU1557510	\$70,539.36	
7795665284	201820881119	SL6575,SL6576	SEARS	149802772985 PCD	9,480	73,328.64	8/3/2018	8/5/2018	9/4/2018	TCLU8769617 DRYU9897371	\$73,328.64	
7795731042	201821261510	B2YA2	KMART	SHC/CCD7795731042	2,364	16,125.78	8/17/2018	8/27/2018	9/19/2018	LCL		\$16,125.78
7795731108	201821261163	B2YA2	KMART	SHC/PCD7795731108	2,436	16,622.22	8/17/2018	8/26/2018	10/2/2018	LCL		\$16,622.22
				TOTAL	98,610	617,638.32			(A)		\$336,516.06	\$281,122.26



**WINTHROP
COUCHOT
GOLUBOW
HOLLANDER**

1301 Dove Street, Suite 500
Newport Beach, California 92660
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Paul J. Couchot*
Richard H. Golubow
Garrick A. Hollander
Alastair M. Gesmundo

Peter W. Lianides
Sean A. O'Keefe*
Robert E. Opera
Marc J. Winthrop

*Of Counsel

To: US Bankruptcy Court
Southern District of New York
Attn: Clerk of the Court – Filing/Intake Documents
300 Quarropas Street
Room 248
White Plains, NY 10601

From: Jeannie Martinez, on behalf of Peter W. Lianides, Esq.

Date: November 6, 2018

Subject: Sears – Case No. 18-23538 (RDD) – Kai Ning Leather Products

Please find enclosed the following document to be filed with the Court:

- Notice of Reclamation Demand of Kai Ning Leather Products Co., Ltd.

Please file with the court and return a conformed copy in the self-addressed stamped envelope provided.

Should you have any questions, please give me a call.

Thank you,

Jeannie Martinez

☐ For Your Approval

☒ Please File and Return a Conformed
Copy In The Envelope Provided

☐ Please Sign and Return to Me

☐ Please Review and Comment

☐ Please Handle

☒ Please Call Me If You Have Questions

☐ Please Read and Advise Me How to Reply

☐ Please Acknowledge Receipt

☐ For Your Files

☐ In Accordance with Your Request

FILED
U.S. BANKRUPTCY COURT
S.D. OF N.Y.
2018 NOV 13 P 2:09